

EXHIBIT 7

**4** (NENG)**GENOVESI FORM 4**

Filed on 11/25/2003 – Period: 11/24/2003

File Number 000-30863



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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

1. Name and Address of Reporting Person
 GENOVESI LAWRENCE A C/O NETWORK ENGINES, INC. 25 DAN ROAD CANTON, MA 02021
2. Issuer Name and Ticker or Trading Symbol: NETWORK ENGINES INC [NENG]
3. Date of Earliest Transaction (Month/Day/Year): 11/24/2003
4. If Amendment, Date Original Filed (Month/Day/Year):
5. Relationship of Reporting Person(s) to Issuer
 ☒ Director
 _____ 10% Owner
 _____ Officer (give title below)
 _____ Other (specify below)

6. Individual or Joint/Group Reporting

- ☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security: Common Stock
2. Transaction Date (Month/Day/Year): 11/24/2003
- 2A. Deemed Execution Date, if any (Month/Day/Year): 11/24/2003
3. Transaction Code: S
4. Securities Acquired (A) or Disposed of (D): D
 Securities Acquired or Disposed of (Amount): 5,000
 Securities Acquired or Disposed of (Price): 9.5
5. Amount of Securities Beneficially Owned Following Reported Transaction(s): 580,475
6. Ownership Form: Direct (D) or Indirect (I): D
7. Nature of Indirect Beneficial Ownership:

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Reporting Owners

1. Reporting Owner Name / Address:
GENOVESI LAWRENCE A C/O NETWORK ENGINES, INC. 25 DAN ROAD CANTON, MA 02021
2. Relationship
Director: ☒ 10% Owner: Officer: Other:

Signatures

Lawrence A Genovesi 11/25/2003

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

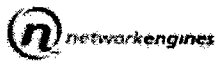
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Remarks:

Sale pursuant to 10b5-1 Plan

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

**4** (NENG)

GENOVESI FORM 4
Filed on 11/28/2003 – Period: 11/25/2003
File Number 000-30863



FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

1. Name and Address of Reporting Person
 GENOVESI LAWRENCE A C/O NETWORK ENGINES, INC. 25 DAN ROAD CANTON, MA 02021
2. Issuer Name and Ticker or Trading Symbol: NETWORK ENGINES INC [NENG]
3. Date of Earliest Transaction (Month/Day/Year): 11/25/2003
4. If Amendment, Date Original Filed (Month/Day/Year):
5. Relationship of Reporting Person(s) to Issuer
 ☒ Director
 ☐ 10% Owner
 ☐ Officer (give title below)
 ☐ Other (specify below)
 /
6. Individual or Joint/Group Reporting
 ☒ Form Filed by One Reporting Person
 ☐ Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security: Common Stock
 2. Transaction Date (Month/Day/Year): 11/25/2003
 - 2A. Deemed Execution Date, if any (Month/Day/Year): 11/25/2003
 3. Transaction Code: S
 4. Securities Acquired (A) or Disposed of (D): D
 Securities Acquired or Disposed of (Amount): 15,000
 Securities Acquired or Disposed of (Price): 10.1
 5. Amount of Securities Beneficially Owned Following Reported Transaction(s): 565,475
 6. Ownership Form: Direct (D) or Indirect (I): D
 7. Nature of Indirect Beneficial Ownership:
-
1. Title of Security: Common Stock
 2. Transaction Date (Month/Day/Year): 11/26/2003
 - 2A. Deemed Execution Date, if any (Month/Day/Year): 11/26/2003
 3. Transaction Code: S
 4. Securities Acquired (A) or Disposed of (D): D

Securities Acquired or Disposed of (Amount): 15,000
Securities Acquired or Disposed of (Price): 10.44
5. Amount of Securities Beneficially Owned Following Reported Transaction(s): 550,475
6. Ownership Form: Direct (D) or Indirect (I): D
7. Nature of Indirect Beneficial Ownership:

1. Title of Security: Common Stock
2. Transaction Date (Month/Day/Year): 11/28/2003
2A. Deemed Execution Date, if any (Month/Day/Year): 11/28/2003
3. Transaction Code: S
4. Securities Acquired (A) or Disposed of (D): D
Securities Acquired or Disposed of (Amount): 5,000
Securities Acquired or Disposed of (Price): 10.5
5. Amount of Securities Beneficially Owned Following Reported Transaction(s): 545,475
6. Ownership Form: Direct (D) or Indirect (I): D
7. Nature of Indirect Beneficial Ownership:

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Reporting Owners

1. Reporting Owner Name / Address:
GENOVESI LAWRENCE A C/O NETWORK ENGINES, INC. 25 DAN ROAD CANTON, MA 02021
2. Relationship
Director: X 10% Owner: Officer: Other:

Signatures

Lawrence Genovesi 10/28/2003 Lawrence Genovesi 10/28/2003

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

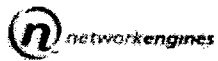
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Remarks:

Sale pursuant to 10b5-1Plan

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**4** (NENG)

GENOVESI FORM 4
Filed on 12/02/2003 – Period: 12/02/2003
File Number 000-30863



FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

1. Name and Address of Reporting Person
 GENOVESI LAWRENCE A C/O NETWORK ENGINES, INC. 25 DAN ROAD CANTON, MA 02021
2. Issuer Name and Ticker or Trading Symbol: NETWORK ENGINES INC [NENG]
3. Date of Earliest Transaction (Month/Day/Year): 12/02/2003
4. If Amendment, Date Original Filed (Month/Day/Year):
5. Relationship of Reporting Person(s) to Issuer
 ☒ Director
 _____ 10% Owner
 _____ Officer (give title below)
 _____ Other (specify below)
 /
6. Individual or Joint/Group Reporting
 ☒ Form Filed by One Reporting Person
 _____ Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security: Common Stock
2. Transaction Date (Month/Day/Year): 12/01/2003
- 2A. Deemed Execution Date, if any (Month/Day/Year): 12/01/2003
3. Transaction Code: S
4. Securities Acquired (A) or Disposed of (D): D
 Securities Acquired or Disposed of (Amount): 35,000
 Securities Acquired or Disposed of (Price): 10.72
5. Amount of Securities Beneficially Owned Following Reported Transaction(s): 510,475
6. Ownership Form: Direct (D) or Indirect (I): D
7. Nature of Indirect Beneficial Ownership:

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Reporting Owners

1. Reporting Owner Name / Address:
GENOVESI LAWRENCE A C/O NETWORK ENGINES, INC. 25 DAN ROAD CANTON, MA 02021
2. Relationship
Director: ☒ 10% Owner: Officer: Other:

Signatures

Lawrence A Genovesi 12/02/2003

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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Remarks:

Sale pursuant to 10b5-1 Plan

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